

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

IN RE:	§ CASE NO. 20-33948 (MI)
	§ Debtors.
Chapter 11	§ Jointly Administered
	§
	§
FIELDWOOD ENERGY LLC, et al.	§

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**RESPONSE BY SAMSON CONTOUR ENERGY E & P, LLC TO 1) MERIT ENERGY COMPANY, 2) MCMORAN OIL & GAS LLC AND FREEPORT-MCMORAN OIL & GAS LLC'S, AND 3) W&T OFFSHORE, INC. AND W&T ENERGY VI, LLC<sup>1</sup>**

NOW INTO THE COURT, through undersigned counsel, comes Samson Contour Energy, E & P, LLC (“SCE”) and respectfully files this response to the objections and responses filed by Merit Energy Company, McMoran Oil & Gas, et al and W&T Offshore, Inc et al (the “Objectors”).

The Debtors have sought confirmation of their Fourth Amended Plan for Reorganization (the “Plan”) and the hearing on this matter is set for June 18, 2021 at 9:30 a.m. The Objectors each suggested that the exculpation clause included in Section 10.8 of the Plan is inappropriate. They argued that the clause releases third parties other than the Debtors from activities and contracts well beyond the scope of the negotiation and perfection of the Plan. The Objectors are correct. The exculpation clause included in the Plan is inappropriate and unauthorized under Fifth Circuit law. It offers exculpation to a defined group of entities, Exculpated Parties, from their obligations due to non-debtors arising out of various agreements including Predecessor Agreement

<sup>1</sup> All defined as Objectors’ Responses - Merit Energy Company’s Objection to Confirmation of the Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its affiliated debtors and notice of opt out (Document 1535). W&T Offshore, Inc. and W&T Energy VI, LLC’s Limited Objection to Confirmation of the Fourth Amended Joint Chapter 11 plan of Fieldwood Energy LLC and its affiliated debtors and Notice of opt out (Document 1536). McMoran Oil & Gas LLC and Freeport-McMoran Oil & Gas LLC’s Objection to confirmation of the Fourth Amended Joint Chapter 11 plan of Fieldwood Energy LLC and its affiliated debtors and notice of opt out (Document 1541).

Documents. However, the remedy proposed by the Objectors is inappropriate. No creditors were given an opportunity to opt out of the exculpation clause, therefore, it cannot be presumed that any creditor consented to the exculpation. The appropriate remedy is to strike the provisions of the exculpation clause to the extent it provides exculpation beyond that permitted under Fifth Circuit jurisprudence.

For these reasons, SCE files this response to the Objectors' responses and if this Court determines to confirm the Plan despite the numerous objections lodged thereto, that it is to modify the exculpation clause rather grant relief to only certain creditors as suggested by the Objectors.

New Orleans, Louisiana this 15<sup>th</sup> day of June, 2021.

Respectfully submitted,

BAKER, DONELSON, BEARMAN,  
CALDWELL & BERKOWITZ, PC

/s/ Jan M. Hayden \_\_\_\_\_

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**CERTIFICATE OF SERVICE**

I hereby certify that on June 15, 2021, a true and correct copy of the foregoing Response was served via the Court's Electronic Notification System on all parties entitled to such notice.

*/s/ Jan M. Hayden*  
JAN M. HAYDEN